

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
WorldCom, Inc. and its Subsidiaries (debtors-)	
in-possession), Transferor,)	WC Docket No. 02-215
)	
and)	
)	
MCI, Inc., Transferee,)	
)	
Applications for Consent to Transfer and/or)	
Assign Authorizations and Licenses)	

Adopted: November 4, 2003**Released: November 4, 2003**

By the Deputy Chief, Commercial Wireless Division:

PROTECTIVE ORDER

1. On September 30, 2003, BellSouth Telecommunications, Inc. (BellSouth) filed with the Secretary a letter plus two attachments for which BellSouth requested confidential treatment. The attachments consist of a settlement agreement between BellSouth and WorldCom, Inc. (WorldCom), dated July 25, 2003 (the "BellSouth Settlement Agreement"), and a Motion for Approval with a supporting affidavit by Mary Jo Peed, dated September 29, 2003 (the "Peed Affidavit"). On October 3, 2003, Verizon filed a letter plus two attachments for which it requested confidential treatment. The attachments consist of a settlement agreement between Verizon and WorldCom, dated June 2, 2003 (the "Verizon Settlement Agreement"), and an affidavit by Jack White, dated October 3, 2003, in support of Verizon's request for approval of the Verizon Settlement Agreement (the "White Affidavit"). On October 3, 2003, SBC Telecommunications, Inc. (SBC) filed a letter plus two attachments for which it requested confidential treatment. The attachments consist of a settlement agreement between SBC and WorldCom, dated July 25, 2003 (the "SBC Settlement Agreement"), and a declaration by John H. Atterbury, dated October 3, 2003 (the "Atterbury Declaration"), in support of SBC's pleading, entitled "Request for Approval to Withdraw an Opposition not Asserted." Any of BellSouth, Verizon, or SBC may be referred to hereinafter as a "Submitting Party."

2. On October 6, 2003, WorldCom filed a letter and two attachments for which it requested confidential treatment. The attachments consist of a certification in connection with

the BellSouth Settlement Agreement (the “WorldCom/BellSouth Certification”), and a supporting affidavit by Anastasia Kelly, dated October 3, 2003 (the “Kelly/BellSouth Affidavit”). On October 9, 2003, WorldCom filed a letter and two attachments for which it requested confidential treatment. The attachments consist of a certification in connection with the Verizon Settlement Agreement (the “WorldCom/Verizon Certification”), and a supporting affidavit by Anastasia Kelly, dated October 8, 2003 (the “Kelly/Verizon Affidavit”). Also on October 9, 2003, WorldCom filed a letter and two attachments for which it requested confidential treatment. The attachments consist of a certification in connection with the SBC Settlement Agreement (the “WorldCom/SBC Certification”), and a supporting affidavit by Anastasia Kelly, dated October 8, 2003 (the “Kelly/SBC Affidavit”). WorldCom may also be referred to hereinafter as a “Submitting Party.”

3. On October 15, 2003, Margaret F. Snyder, through her attorney, filed a Fourth Supplement to Petition to Deny Transfer of Licenses, Authorizations, and Certifications of WorldCom, Inc. and Request to Inspect Documents, in which she seeks the right to inspect the above-described documents. Ms. Snyder and any other party to this proceeding may be referred to hereinafter as a “Reviewing Party.”

4. The Submitting Parties have indicated that they consider the above-described documents to be confidential (“Confidential Documents”) and believe that they should be subject to protection under the Commission's implementing rules. This Protective Order is intended to facilitate and expedite the review of the Confidential Documents, while protecting commercial or financial information that may be privileged or confidential.

5. *Non-Disclosure of Confidential Documents or Confidential Information.* Except with the prior written consent of a Submitting Party, or as hereinafter provided under this Protective Order, neither a Confidential Document nor information derived therefrom (hereinafter “Confidential Information”) may be disclosed by a Reviewing Party to any person other than the Commission or its staff. Each of the Confidential Documents and their attachments shall bear the legend “CONFIDENTIAL DOCUMENT– SUBJECT TO PROTECTIVE ORDER – WC DOCKET NUMBER 02-215.”

6. *Permissible Disclosure.* Subject to the requirements of paragraphs 7 and 8 below, Confidential Documents may be reviewed by outside counsel of record and by in-house counsel for a Reviewing Party who are actively engaged in the conduct of this proceeding, provided that those in-house counsel seeking access are not involved in competitive decision-making, *i.e.*, counsel's activities, association, and relationship with a client that are such as to involve counsel's advice and participation in any or all of the client's business decisions made in light of similar or corresponding information about a competitor. Subject to the requirements of paragraphs 7 and 8, and subject to the obligation to secure the confidentiality of Confidential Documents and Confidential Information in accordance with the terms of this Protective Order, such counsel may disclose Confidential Documents or Confidential Information to: (i) the partners, associates, secretaries, paralegal assistants, and employees of such counsel to the extent reasonably necessary to render professional services in this proceeding; (ii) outside consultants or experts retained for the purpose of assisting counsel in these proceedings and who are not involved in the analysis underlying the business decisions and who do not participate directly in

the business decisions of any competitor of any Submitting Party; (iii) employees of such counsel involved solely in one or more aspects of organizing, filing, coding, converting, storing, or retrieving data or designing programs for handling data connected with this proceeding; and (iv) employees of third-party contractors performing one or more of these functions. A Submitting Party may review its own Confidential Information.

7. *Access to Confidential Documents.* Persons described in paragraph 6, above, shall have the obligation to ensure that access to Confidential Documents and Confidential Information is strictly limited as prescribed above in this Protective Order. Such persons shall further have the obligation to ensure: (i) that Confidential Documents and Confidential Information are used only as provided in this Protective Order; and (ii) that Confidential Documents and Confidential Information are not duplicated except as necessary for filing at the Commission under seal as provided in paragraph 10. Individuals who have obtained access to Confidential Documents and Confidential Information in accordance with the provisions of this paragraph and paragraph 8 may discuss and share the contents of the Confidential Documents and Confidential Information with any other person who has also obtained access in accordance with the provisions of this paragraph and paragraph 8, and the Commission and its staff.

8. *Procedures for Obtaining Access to Confidential Documents.* A Reviewing Party that wishes to review a Confidential Document should contact Richard Arsenault, Wireless Telecommunications Bureau, Federal Communications Commission, 445 12th St., S.W., Washington, D.C. 20554, 202-418-0920, richard.arsenault@fcc.gov. In all cases where access to Confidential Documents or Confidential Information is permitted pursuant to paragraph 6, and before reviewing or having access to any Confidential Documents or Confidential Information, each person seeking such access shall (1) execute the Acknowledgment of Confidentiality in the form attached hereto as Attachment A, and (2) file the Acknowledgment of Confidentiality with the Commission and serve it on the Submitting Parties so that it is received by the Commission and the Submitting Parties two business days prior to such person's reviewing or having access to any such Confidential Documents. A Submitting Party shall have an opportunity to object to the disclosure of the Confidential Documents to any such persons. Any objection must be filed at the Commission and served on counsel representing, retaining or employing such person within one business day after receiving a copy of that person's Acknowledgment of Confidentiality. Until any such objection is resolved by the Commission and any court of competent jurisdiction prior to disclosure, and unless that objection is resolved in favor of the person seeking access, persons subject to an objection from a Submitting Party shall not have access to Confidential Documents.

9. *Requests for Additional Disclosure.* If any person requests disclosure of Confidential Documents or Confidential Information outside the terms of this Protective Order, such requests will be treated in accordance with Sections 0.442 and 0.461 of the Commission's rules.

10. *Use of Confidential Information.* Persons described in paragraph 6 may, in any pleadings that they file in this proceeding, reference Confidential Information, but only if they comply with the following procedures:

- a. Any portions of the pleadings that contain or disclose Confidential Information must be physically segregated from the remainder of the pleadings;
- b. The portions of pleadings containing or disclosing Confidential Information must be covered by a separate letter to the Secretary of the Commission referencing this Protective Order;
- c. Each page of any party's pleading that contains or discloses Confidential Information subject to this Protective Order must be clearly marked: "Confidential Information included pursuant to Protective Order, WC Docket No. 02-215;" and
- d. The confidential portion(s) of the pleading shall be served upon the Secretary of the Commission and the Submitting Parties. Such confidential portions shall be served under seal, and shall not be placed in the Commission's Public File. A party filing a pleading containing Confidential Information shall also file a redacted copy of the pleading containing no Confidential Information, which copy shall be placed in the Commission's public files. Parties may provide courtesy copies under seal of pleadings containing Confidential Information to Commission staff.

11. *No Waiver of Confidentiality.* Disclosure of Confidential Information as provided herein by any person shall not be deemed a waiver by a Submitting Party of any privilege or entitlement to confidential treatment of such Confidential Information. A Reviewing Party, by viewing this material: (a) agrees not to assert any such waiver; (b) agrees not to use information derived from any confidential materials to seek disclosure in any other proceeding; and (c) agrees that accidental disclosure of Confidential Information by a Submitting Party shall not be deemed a waiver of any privilege or entitlement as long as the Submitting Party takes prompt remedial action.

12. *Subpoena by Courts or Other Agencies.* If a court or another administrative agency subpoenas or orders production of Confidential Documents or Confidential Information that a party has obtained under terms of this Protective Order, such party shall promptly notify the Submitting Party of the pendency of such subpoena or order. Consistent with the independent authority of any court or administrative agency, such notification must be accomplished such that the Submitting Party has a full opportunity to oppose such production prior to the production or disclosure of any Confidential Document or Confidential Information.

13. *Client Consultation.* Nothing in this Protective Order shall prevent or otherwise restrict counsel from rendering advice to their clients relating to the conduct of this proceeding and any subsequent judicial proceeding arising therefrom and, in the course thereof, relying generally on examination of Confidential Documents provided, however, that in rendering such advice and otherwise communicating with such client, counsel shall not disclose Confidential Documents or Confidential Information.

14. *Violations of Protective Order.* Persons obtaining access to Confidential Documents or Confidential Information under this Protective Order shall use the information solely for preparation and the conduct of this proceeding, and any subsequent judicial proceeding arising directly from this proceeding and, except as provided herein, shall not use such information for any other purpose, including business, governmental, commercial, or other

administrative, regulatory or judicial proceedings. Should a party that has properly obtained access to Confidential Information under this Protective Order violate any of its terms, that party shall immediately convey that fact to the Commission and to the Submitting Parties. Further, should such violation consist of improper disclosure of Confidential Information or Confidential Documents, the violating party shall take all necessary steps to remedy the improper disclosure. The Commission retains its full authority to fashion appropriate sanctions for violations of this Protective Order.

15. *Termination of Proceeding.* The provisions of this Protective Order shall not terminate at the conclusion of this proceeding. Within two weeks after conclusion of this proceeding (which includes any administrative or judicial review), Confidential Documents and all copies of same shall be returned to the relevant Submitting Party. No material whatsoever derived from Confidential Documents may be retained by any person having access thereto, except counsel to a party in this proceeding (as described in paragraph 6) may retain, under the continuing strictures of this Protective Order, two copies of pleadings containing Confidential Information prepared on behalf of that party. All counsel of record shall make certification of compliance herewith and shall deliver the same to counsel for the Submitting Parties not more than 21 calendar days after conclusion of this proceeding.

16. *Authority.* This Protective Order is adopted pursuant to Section 4(i) of the Communications Act of 1934, as amended, 47 U.S.C. § 154(i), Section 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), authority delegated under Section 0.331 of the Commission's rules, 47 C.F.R. § 0.331, and is effective upon its adoption.

FEDERAL COMMUNICATIONS COMMISSION

Katherine M. Harris
Deputy Chief
Commercial Wireless Division
Wireless Telecommunications Bureau

ATTACHMENT A**ACKNOWLEDGEMENT OF CONFIDENTIALITY**

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, WC Docket No. 02-215, and I understand it. I agree that I am bound by this Protective Order and that I shall not disclose or use Confidential Documents or information designated as Confidential Information or any information gained therefrom except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the Protective Order is due solely to my capacity as counsel or consultant to a party or other person described in paragraph 6 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Protective Order.

Executed at _____ this ____ day of _____, 20 ____.

Signature

Title